

**SOUTH ASIAN CENTRE OF
WINDSOR (SACW)
BYLAWS
(effective February 6, 2024)**



Funded by the
Government of Canada's
Community Services Recovery Fund



Article I. Definitions

In these Bylaws the following definitions have the following meanings:

- (a) "Account" shall mean any open bank accounts, authorized debt issuance or obligations, agreements for credit facilities, or any other financial arrangement for SACW;
- (b) "Annual General Meeting" shall mean the annual general meeting of the Members;
- (c) "Ballot Vote" shall mean an anonymous ballot vote process held by the Board of Directors on an agenda item following the request by any Director to have such agenda item decided by an anonymous ballot vote;
- (d) "Board Meeting Notice" shall mean any Board of Directors meeting requiring notice delivered via mail, e-mail, or one or more telephonic or electronic means, to each Director not less than five (5) business days' (exclusive of the day on which the notice is delivered via mail, e-mail, or one or more telephonic or electronic means, but inclusive of the day for which notice is given) before the meeting is to take place;
- (e) "Board of Directors" shall mean all of the currently appointed Directors;
- (f) "Bylaws" shall mean the bylaws of SACW herein;
- (g) "Club Member" shall mean a person who is a member of a group or club under the auspices of the SACW;
- (h) "Committee Chairperson" shall mean the Director appointed as the chairperson on a committee by the Board of Directors;
- (i) "Confidential Information" shall mean any matters discussed in camera by the Board of Directors and any written minutes of such in camera meeting that shall be strictly confidential;
- (j) "Conflict of Interest" shall mean any direct or indirect personal, financial, or other interest a Director, or a person connected to a Director, has in an agenda item to be determined by the Board of Directors;
- (k) "Director" shall mean any Member in the current year who is appointed by the Members to be a director of SACW;
- (l) "Director Candidate" shall mean a fully paid up Member who desires to be appointed as a Director and has applied to the Nomination Committee to be presented at the next Annual General Meeting as a potential candidate for an upcoming vacancy on the Board of Directors;
- (m) "Fiduciary Duty" is the legal responsibility to act solely in the best interest of the SACW;
- (n) "Honorary Member" shall mean an individual recommended by the SACW membership to be an honorary member, such as a large donor or benefactor, and whose appointment as an honorary member is approved by the Board of Directors;
- (o) "Institution Member" shall mean any corporation, institution, or organization that has paid the annual membership fees;
- (p) "Member" shall mean a fully paid Club Member, Standard Member, Honorary Member, or Institution Member as of the current year;

- (q) “Nomination Committee” shall mean the two Members appointed to be on the nomination committee by the Members and the Immediate Past President, and whose purpose is to manage applications by Members who desire to be appointed to a director position at the next Annual General Meeting;
- (r) “Notice” shall mean the notice of the time and place of each Annual General Meeting or special general meeting sent to: i) each Member entitled to receive notice of the meeting; ii) to each Director; and iii) to the auditor of SACW;
- (s) “ONCA” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15;
- (t) “person connected to a Director” shall mean a spouse, common law partner, child, parent, grandparent, sibling, employer, or employee of the Director or a person defined in Section 2.1(1) of the *Charities Accounting Act*, R.S.O 1990, c. C. 10, O. Reg. 4/01: Approved Acts of Executors and Trustees;
- (u) “Proposal” shall mean a notice to given by a Member to the SACW Board of Directors that the said Member intends to raise a particular matter at a Members meeting;
- (v) “Requisition” shall mean a formal demand made to the Board of Directors by at least 10% of the voting Members to call a special general meeting of the Members for a particular purpose;
- (w) “SACW” shall mean South Asian Centre of Windsor, a charitable organization; and
- (x) “Standard Member” shall mean any individual who is of South Asian origin (Indian subcontinent), or a non-South Asian who is supportive of the objectives of SACW.

Article II. Name

The name of this charitable organization shall be South Asian Centre of Windsor.

Article III. Objects

The objects of SACW are set out in the Articles of Incorporation and, for reference, are as follows:

- a. to provide social support system to the people of origin in South Asia, using established agencies;
- b. to organize outreach programs to bring the people from South Asia into the mainstream Canadian life; with emphasis on special segments of population e.g. women, elderly etc.;
- c. to provide English language instructions to assist the immigrants in understanding the social and cultural nature of Canada;
- d. to provide a forum and support for persons with special needs, such as women and elderly to get-together, have cultural and exchanges to satisfy the South Asian cultural needs and to adapt to the Canadian cultural mosaic;
- e. to provide a centre for information and educational and cultural activities in a multicultural society.

Article IV. Board of Directors

Section 4.01 Directors and Officers

- (a) SACW's Board of Directors shall have a maximum of eleven voting positions (each a Director) including seven directors at large (one of whom may be the Immediate Past President) and the following four officers:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary; and
 - (iv) Treasurer.
- (b) At the Annual General Meeting, the Board will appoint the officers for the following year.

Section 4.02 Term

- (a) All positions on the Board of Directors will be for a term of three (3) years.
- (b) The Board of Directors may, from time to time, amend the length of the term for any position on the Board of Directors provided that the term does not expire later than the close of the fourth Annual General Meeting after the said Directors' election.
- (c) Following the election of a Director, the Director's term shall expire on December 31 of the third year following the election, or in the case of an appointment to replace a Director for the unexpired term of the person who ceased to be a Director.
- (d) No Director shall be elected for more than three consecutive terms.

Section 4.03 Location of Meetings

- (a) Meetings of the Board of Directors and of a committee (if any) may be held either at the head office or at any other place within or outside of Ontario.
- (b) Such meetings may be held by telephonic, teleconference or by other electronic means that permit all participants to communicate adequately with each other during the meeting. Such meetings may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.

Section 4.04 Notice of Meetings

- (a) A meeting of Directors may be convened by: i) the President or Vice-President; or ii) any two (2) Directors.
- (b) The Board of Directors shall not have to provide a Board Meeting Notice for routine meetings held by the Board of Directors in accordance with Section 4.06(a).

- (c) Notice of any Board of Directors meeting requiring notice shall be delivered via mail, e-mail, or one or more telephonic or electronic means, to each Director not less than five (5) business days' (exclusive of the day on which the notice is delivered via mail, e-mail, or one or more telephonic or electronic means, but inclusive of the day for which notice is given) before the meeting is to take place (a "**Board Meeting Notice**"). However, meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. The Board Meeting Notice for any meeting, or any irregularity in the Board of Directors meeting or the Board Meeting Notice thereof may be waived by any Director.
- (d) If the Board of Directors are meeting by telephonic or electronic means, the Board Meeting Notice must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (e) A Board Meeting Notice for a meeting that continues an adjourned meeting of the Board of Directors is not required to be given if all of the following are announced at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, the instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (f) A Board Meeting Notice does not need to specify the purpose of or the business to be transacted at the meeting unless the meeting is intended to deal with one of the below matters:
 - (i) any question or matter requiring the approval of the Members;
 - (ii) to fill a vacancy among the Directors;
 - (iii) to fill a vacancy in the position of auditor or of a person appointed to conduct a review engagement;
 - (iv) to appoint additional Directors;
 - (v) to issue debt obligations;
 - (vi) to approve any financial statements under section 83 of the ONCA (approval of annual financial statements);
 - (vii) to adopt, amend, or repeal Bylaws; or
 - (viii) to establish contributions to be made, or dues to be paid, by Members under Section 86 of the ONCA (member's annual contributions or dues).

- (g) The accidental omission to give any Board Meeting Notice to any Director, Officer, member of a committee of the Board of Directors, or auditor or person conducting a review engagement, if any, or the non-receipt of any Board Meeting Notice by any such person where SACW has provided a Board Meeting Notice in accordance with the Bylaws, or any error in any Board Meeting Notice not affecting its substance, shall not invalidate any action taken at any meeting to which the Board Meeting Notice pertained or is otherwise founded on such Board Meeting Notice.

Section 4.05 Quorum and Voting

- (a) 50% of the current voting Board of Directors present at a called meeting shall constitute a quorum at a meeting of the Board of Directors for the purpose of passing resolutions. Each voting Director of the Board of Directors present at a meeting shall have the right to exercise one (1) vote.
- (b) The requirement for quorum may be waived if: i) the President agrees to waive quorum; or ii) the Directors present at the meeting vote to waive the requirement for quorum, which vote shall require a simple majority to pass. At least five Directors must be present at the meeting in order to waive quorum. If quorum is waived, the matters on the agenda may continue to be discussed and the Directors present at the meeting may still cast their vote on the agenda matters. However, before a motion can be passed on a matter where quorum has been waived, an email of the motion must be circulated to the absent Directors following the meeting and the absent Directors shall have the opportunity to cast a vote on the motion within five business days of the meeting being held. The said matter shall then be approved or rejected based on the votes cast at the meeting and the votes received by email prior to the expiration of the five business day period following the meeting. The Board of Directors may extend the five business day period to any length of time it determines is appropriate on a case by case basis.
- (c) Proxy votes are not allowed in accordance with Section 23(5) of the ONCA.
- (d) The President of the Board of Directors shall act as Chairperson and preside over all meetings of the Board of Directors of SACW. If the President is not present, all Directors present shall elect a temporary Chairperson for the Board of Directors' meeting from amongst themselves.
- (e) The minutes of the Board of Directors meetings shall be available to the Members.
- (f) Notwithstanding Section 4.05(e) above, the Board of Directors may hold in camera meetings for matters that require a certain level of confidentiality. Any matters discussed in camera by the Board of Directors and any written minutes of such in camera meeting shall be strictly confidential and the Board of Directors, and any individuals invited to attend such in camera meeting, shall be prohibited from discussing, sharing, disseminating, or otherwise communicating any of the Confidential Information with any individual, family member, or Members that were not present at the in camera meeting.

- (g) A non-exhaustive list of some items the Board of Directors may hold in camera meetings for are:
 - (i) Human resource and payroll matters;
 - (ii) Removal or addition of SACW programs;
 - (iii) Removal of a Director;
 - (iv) Suspension or expulsion of a Member; and
 - (v) Investigation of financial irregularities.
- (h) If any Director requests that an agenda item be decided by a Ballot Vote, the Board of Directors shall be required to vote on the said agenda item via a Ballot Vote.
- (i) If the Directors are voting on whether an individual recommended by the Members is to be appointed as an Honorary Member of SACW, the Directors shall vote on the approval of the individual's honorary membership via a Ballot Vote.

Section 4.06 Additional Specifics of Meetings of the Board of Directors

- (a) The Board of Directors shall hold a meeting at least once a month on a day and time decided upon by the Board of Directors. Notwithstanding the foregoing, the Board of Directors shall only be required to hold one meeting during the summer, which meeting shall take place in either July or August.
- (b) Meetings of the Board of Directors shall be held at any time or place to be determined provided that five (5) business days' notice is given to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.
- (c) At all meetings of the Board of Directors every question to be decided by the Directors shall be decided by a simple majority of the votes cast on the question and in the case of an equality of votes the President/Chairperson shall cast the tie-breaking vote (in which case the President/Chairperson shall in effect have two votes).

Article V. Directors

Section 5.01 Composition of the Board of Directors

- (a) The Board of Directors shall consist of a maximum of eleven (11) Directors but shall in any event have a minimum of five (5) Directors.
- (b) The Board of Directors shall use best efforts fill any vacancy on the Board of Directors that arises from time to time within sixty (60) days of a vacancy and shall be required to fill vacancies on the Board of Directors so that there is a minimum of five (5) Directors at all times.

- (c) When the Board of Directors is filling a vacancy on the Board of Directors that arises between Annual General Meetings or before a Director's term has expired, the Board of Directors must first attempt to fill the vacancy with the Director Candidates recommended by the Nomination Committee to fill vacant positions, provided that these Director Candidates are fully paid up Members in good standing at the time of appointment. If there are no such eligible Director Candidates, then the Board of Directors may, in its sole discretion, appoint any individual to the vacant position who is a fully paid-up Member.
- (d) Directors shall be elected by a resolution of the Members which vote will be held at the Annual General Meeting.
- (e) If the number of Directors appointed to the Board of Directors is decreased to three or less and the Annual General Meeting is more than six months away, then the Board of Directors must call a special general meeting of the membership in order to elect new Directors to the vacant positions.

Section 5.02 Qualifications

- (a) A Director shall:
 - (i) be a person who is eighteen (18) or more years of age;
 - (ii) not be a person under the *Substitute Decisions Act, 1992* or the *Mental Health Act* deemed to be incapable of managing property or found to be incapable by any court in Canada or elsewhere; and
 - (iii) not be a not a person who has the status of bankrupt.
- (b) A Director is required to also be a Member.
- (c) The Members shall not elect an individual to be a Director who is also an employee of SACW or any SACW affiliate.
- (d) An individual shall only be eligible for the position of President if he/she has served on the Board of Directors in another position for at least one (1) full term. For clarity, an individual must have served on the Board of Directors in any position, at any time, before he/she is eligible to be elected to the position of President.

Section 5.03 Powers

- (a) The Board of Directors may open bank accounts, authorize debt issuance or obligations, enter into agreements for credit facilities, or enter into any other financial arrangement in the name of SACW, only if a resolution by the Board of Directors approving the opening of an Account is first passed. If the Board of Directors open a new Account, then the Board of Directors shall inform SACW's auditor of its existence as soon as reasonably possible but no later than sixty (60) days before the next Annual General Meeting of the Members to approve the annual financial statements for the year in which the Account was opened. Notwithstanding Section 4.05(b), the Board of Directors may not waive quorum when voting on a matter that involves the opening of an Account.

- (b) The Board of Directors shall have the power to appoint Directors to be signing authorities for SACW. SACW must have at least two (2) signing authorities appointed at any given time. Any cheque or contract made on behalf of SACW must be signed by two (2) Directors who have been appointed as a signing authority. All SACW payments shall be made through cheques, except items that are paid from petty cash, in which case a receipt for such petty cash payment must be obtained.

Section 5.04 Chairperson

- (a) The President shall act as the Chairperson.
- (b) The President/Chairperson shall have full authority to manage and direct the business and affairs of SACW (except such matters and duties as by law must be transacted, or performed by the Board of Directors or by the Members). The President/Chairperson shall conform to all lawful orders given by the Board of Directors of SACW.
- (c) The President/Chairperson shall at all reasonable times give to the Directors all information that they may require regarding the affairs of SACW.

Section 5.05 Duties of Directors

- (a) The Directors may, from time to time, enact such bylaws as they may consider appropriate, and are passed in accordance with Article X, with respect to the affairs of SACW.
- (b) All Bylaw amendments, revisions, repeals, or additions shall be considered null and void if the said Bylaw amendments, revisions, repeals, or additions enacted are not passed at:
 - (i) the next Annual General Meeting of the Members; or
 - (ii) a special general meeting of the Members that occurs prior to the next Annual General Meeting.
- (c) The Directors shall approve annual financial statements of SACW that relate to the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting. The approval of the Directors must be evidenced by the signature of one or more Directors. The audit committee shall review the financial statements before they are approved by the Directors.
- (d) The Directors shall place before the Members at every Annual General Meeting:
 - (i) the financial statements approved by the Directors;
 - (ii) the nomination slate provided by the Nominations Committee for the election of Directors in accordance with Section 8.04;
 - (iii) the report of the auditor, or of the person who conducted a review engagement, as the case may be; and
 - (iv) any further information respecting the financial position of the corporation and the results of its operations required by the articles or the Bylaws.

- (e) The Directors may administer the affairs of SACW in all things and make or cause to be made for SACW, in its name, any kind of contract which SACW may lawfully enter and, save as hereinafter provided, may exercise all other powers and do all other acts.
- (f) The Directors shall have power to authorize expenditures on behalf of SACW from time to time in accordance with this Section.
- (g) The Board of Directors shall take such steps as it may deem necessary to enable SACW to acquire, accept, solicit, or receive gifts, grants, settlements, endowments, or donations of any kind whatsoever for the purpose of furthering the objects of SACW.
- (h) Membership fees shall be decided by the Directors to be put into effect from time to time. Any changes in the membership fees shall be communicated to the Members.
- (i) The Directors may not delegate the following powers to a managing director, committee, or a committee of directors:
 - (i) to submit to the Members any question or matter requiring the approval of the Members;
 - (ii) to fill a vacancy among the Directors;
 - (iii) to fill a vacancy in the position of auditor or of a person appointed to conduct a review engagement of SACW;
 - (iv) to appoint additional Directors;
 - (v) to issue debt obligations except as authorized by the Directors;
 - (vi) to approve any financial statements under section 83 of the ONCA (approval of annual financial statements);
 - (vii) to adopt, amend, or repeal the Bylaws; and
 - (viii) to establish contributions to be made, or dues to be paid, by Members under section 86 of the ONCA (members' annual contribution or dues).

Section 5.06 Resignation or Vacation of Office

- (a) A Director may resign from office at any time by notice in writing addressed to and delivered by hand, e-mail, or registered mail to the Board of Directors.
- (b) A Director shall be deemed to have resigned and to have vacated his/her office(s) as a Director and, if applicable, an Officer if:
 - (i) the subject person becomes bankrupt or suspends payment of his/her debts or compounds with his/her creditors or makes an authorized assignment or is declared insolvent; or
 - (ii) the subject person is found to be incapable of managing property under the *Substitute Decisions Act, 1992* or the *Mental Health Act* or by any court in Canada or elsewhere; or

- (iii) the subject person is absent from three consecutive meetings of the Board of Directors, unless his/her absence is due to illness, being out of town, or other emergency which prevented him/her from attending or unless such absence is excused or consented to by the other Directors; or
- (iv) the subject person dies; or
- (v) the subject person is convicted of any criminal offence; or
- (vi) the subject person delivers their resignation from office to SACW in writing.

Section 5.07 Removal of Director from Office

- (a) If the Board of Directors determines a Director has performed conduct or behaviour which, in the opinion of the Board of Directors, is or may be detrimental to SACW, or to the operation of any project or activity undertaken, or participated in, by SACW, the Board of Directors may by resolution: i) recommend to the Members that the subject Director be removed as a Director; ii) suspend the subject Director immediately from performing any further Director duties including, but not limited to, voting at Board of Directors' meetings and from exercising their power as a Director in any way. If the Board of Directors vote to suspend a Director, the subject Director shall remain suspended until one of the following has occurred: i) the Members pass a resolution removing the subject Director permanently; ii) the Members pass a resolution lifting the Director's suspension; or iii) the Board of Directors pass a resolution lifting the suspension and reinstating them as a Director. The subject Director shall not be entitled to a vote, or be present during the said vote, on any matter that involves his/her suspension or removal as a Director.
- (b) In the case of any meeting called to consider the removal of any Director, notice in writing of the question to be considered shall be delivered or mailed to each Director not less than five (5) business days before the meeting is to take place.
- (c) If any vacancy on the Board of Directors shall occur as a result of Section 5.06 or this Section 5.07, the Members or Board of Directors may by resolution fill the vacancy, and the person appointed to fill any such vacancy shall hold the office for the unexpired term of the person who ceased to be a Director.

Section 5.08 Director Conflict of Interest in Board of Directors Decisions

- (a) The Directors shall be obligated to disclose any potential Conflict of Interest they may have with any agenda item before the Board of Directors, and the extent of his/her interest in the agenda item, to the Board of Directors immediately upon becoming aware of such Conflict of Interest. The subject Director shall also be required to notify the President/Chairperson.

- (b) If a Director discloses a Conflict of Interest to the Board of Directors, or has been determined to be in a Conflict of Interest by the Board of Directors in accordance with Subsection 5.08(c), the subject Director shall be obligated to abstain from voting on the agenda item in which they have the Conflict of Interest and shall recuse himself/herself from the Board of Directors meeting for that portion of the meeting.
- (c) If the subject Director does not agree that he/she is in a Conflict of Interest, or the Board of Directors has reason to believe there is a Conflict of Interest, the Board of Directors may vote on whether there is a Conflict of Interest present for the subject Director and the subject Director shall abstain from voting on the matter and be required to recuse himself/herself from the meeting while the vote is being cast by the remaining Directors. If the vote is passed and the Board of Directors determine a Conflict of Interest is, in fact, present, then the Director with the Conflict of Interest shall be obligated to abstain from voting on the agenda item in which they have the Conflict of Interest and shall recuse himself/herself from the meeting for the portion of the meeting pertaining to the subject Directors conflict.
- (d) If no quorum exists for the purpose of voting on a resolution to approve a matter only because a Director is not permitted to be present at the meeting by reason of this Section 5.08, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- (e) Some examples of a Conflict of Interest for the purposes of this Section 5.08 include, but are not limited to:
 - (i) a complaint has been filed against a Director that requires action by the Board of Directors; and
 - (ii) the implementation or removal of a SACW program that may affect a person connected to a Director;

Section 5.09 Director Conflict of Interest in Contracts and Transactions

- (a) A Director or Officer who is a party to, or who is a Director or Officer who:
 - (i) is a party to a material contract or transaction or proposed material contract or transaction with SACW; or
 - (ii) is a Director or an Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with SACW;

shall disclose the nature and extent of his/her interest to SACW at the time or request to have entered in the minutes of meetings of the Directors the nature and extent of his/her interest.

- (b) Any such contract or proposed contract shall be referred to the Board of Directors for approval even if such contract is one that in the ordinary course of SACW's business would not require approval of the Board of Directors and a Director interested in a contract so referred to the Board of Directors shall not vote or attend the meeting on any resolution to approve the same. Notwithstanding the foregoing, a Director may attend the meeting if the contract or transaction is:
 - (i) one for indemnity or insurance under section 46 of the ONCA; or
 - (ii) one with an affiliate.
- (c) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of this Section 5.09, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- (d) If all of the Directors are required to make disclosure under this Section, the contract or transaction may be approved only by the Members unless the contract or transaction is one described in Section 5.09(b)(i)-(ii).
- (e) In accordance with the *Charities Accounting Act*, R.S.O. 1990, c. C.10, a Director cannot receive remuneration, directly or indirectly, for services provided as a Director of SACW or as an employee of SACW. For clarity, no Director can also be an employee of SACW.
- (f) A Director shall be required to disclose a conflict of interest:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;
 - (iii) if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or
 - (iv) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after he or she becomes a Director.

Article VI. Membership

Section 6.01 Membership Conditions

- (a) The voting members of SACW shall be:
 - (i) Standard Members. A Standard Member must be an individual of South Asian origin (Indian subcontinent), or a non-South Asian who is supportive of the objectives of SACW. A Standard Member shall be entitled to one vote in all membership meetings of SACW.
 - (ii) Club Members. A Club Member must be an individual who is a member of a group or club under the auspices of the SACW. A Club Member shall be entitled to one vote in club or group meetings and the club or group may appoint one Club Member to vote in membership meetings of the SACW.

- (iii) Honorary Members. An Honorary Member must be an individual who has been recommended by the SACW membership and approved by the Board of Directors to become honorary members of SACW. An Honorary Member shall be entitled to one vote in all membership meetings of SACW. The Board of Directors' vote to approve an Honorary Member shall be cast by a Ballot Vote in accordance with Section 4.05(i).
 - (iv) Institution Members. An Institution member may be any corporation, institution, or organization that has paid the annual membership fees as set out in Section 6.02. An Institution Member shall be entitled to two votes in all membership meetings of SACW.
- (b) It is a condition of membership that Standard Members, Club Members, Honorary Members (on a case by case basis), and Institution Members pay the annual fees, as set out by the Board of Directors, in order to maintain membership status.

Section 6.02 Membership Fees

- (a) Standard Member fees, Honorary Member fees (on a case by case basis), Club Member fees and Institution Member fees shall be determined by and approved by the Board of Directors from time to time.
- (b) Standard Members, Honorary Members, Club Members and Institution Members must pay their annual membership fees to maintain their membership in SACW. If a Standard Member, Honorary Member, Club Member or Institution Member has not paid their fees in full by the end of February, then said Standard Member, Honorary Member, Institution Member or Club Member (if appointed by the club or group to represent it with one vote) shall not have the right to vote in the upcoming Annual General Meeting.
- (c) If a Standard Member, Honorary Member, Club Member (if appointed by the club or group to represent it with one vote) or Institution Member has not paid their membership fees prior to a special general meeting of the Members, then such Member shall not be entitled to a vote at the special general meeting.

Section 6.03 Withdrawal of Membership

- (a) Each Member agrees that withdrawal as a Member in SACW requires thirty days' notice in writing to the President of the Board of Directors. Members shall remain responsible for all remaining and outstanding fee obligations up to the expiration of the thirty-day notice.
- (b) A Standard Member or Institution Member may transfer his/her membership to a new individual or institution at any time if the transferring Member has paid their annual fees for the year and meets the applicable membership requirements as set out in Section 6.01.
- (c) An Honorary Member and Club Member shall not be entitled to transfer his/her membership.

Section 6.04 Termination and Suspension of Membership

- (a) A vote of two-thirds of the entire Board of Directors is required to expel a Member from membership in SACW “for cause”.
- (b) A vote of two-thirds of the entire Board of Directors is required to suspend a Member from membership in SACW “for cause”. The Board of Directors shall determine the length of such suspension on a case by case basis and shall have the ability to issue an indefinite suspension.
- (c) In the event a Member is subject to a vote regarding their expulsion or suspension from the membership in SACW, the Board of Directors shall provide the affected Member with written notice of such expulsion or suspension. This written notice shall be delivered no less than fifteen (15) days prior to the effective date of an expulsion or suspension. The notice shall include the reasons for the proposed expulsion or suspension and the date upon which it will become effective. If the Member is to receive a notice of suspension, the notice shall include the length of the suspension or indicate if the suspension shall be indefinite. The notice may be delivered by any method reasonably calculated to provide actual notice to the Member including, but not limited to, personal delivery, postal mail, or electronic mail to the last known address or email address provided by the Member to SACW for the purpose of communication.
- (d) In the event a Member is subject to a vote regarding their expulsion or suspension from the membership in SACW, the Board of Directors shall provide the Member an opportunity to be heard, orally, in writing or in another format as approved by a resolution of the Board of Directors, not less than five (5) days before the disciplinary action or termination of membership becomes effective, by the person or persons with authority to impose or revoke the disciplinary action or termination.
- (e) If the Board of Directors is voting on expelling or suspending a Member’s membership, if such Member is also a Director, the subject Director shall not be entitled to vote and the remaining Board of Directors will be considered to constitute a full quorum.
- (f) Some examples of “for cause” include, but are not limited to, default of fees or dues payments for a fiscal year and inappropriate behaviour or verbal or physical abuse directed towards, or complained of by, the SACW staff, Directors, or Members. The Board of Directors shall determine if a particular occurrence constitutes a “for cause” occurrence on a case-by-case basis. If the subject Member is also a Director, any misuse, inappropriate or unauthorized allocation, or disbursement of SACW funds contrary to the *Charities Accounting Act* or *Trustee Act*, and any actions that are not consistent with a Fiduciary Duty owed to the SACW, shall also be included, but not limited to, a “for cause” occurrence.
- (g) A Member’s membership shall be automatically terminated if the Member has not paid their annual fees for the current year.

Article VII. Meeting of Members

Section 7.01 Annual Meeting

- (a) The Directors shall call an Annual General Meeting of the Members of SACW, to be led by the President/Chairperson of the Board of Directors, on a date that is not later than 15 months after holding the preceding Annual General Meeting of the Members.
- (b) The purpose of this meeting shall be to:
 - (i) consider the annual financial statements;
 - (ii) consider the audit report;
 - (iii) receive of minutes of previous annual and subsequent special meetings;
 - (iv) consider any extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
 - (v) elect the Directors;
 - (vi) reappoint the incumbent auditor, appoint a new auditor, or a person to be appointed to conduct a review engagement; or
 - (vii) such other special business as may be set out in the Notice of meeting.
- (c) No other item of business shall be included on the agenda for an annual meeting unless a Member has given Notice to SACW of any matter that the Member proposes to raise at the meeting in accordance with Section 7.04 and Section 7.05, so that such item of new business can be included in the Notice for the Annual General Meeting.
- (d) All other business transacted at a meeting of the Members or at the Annual General Meeting of the Members shall be considered special business.

Section 7.02 Location of Meetings

- (a) The Member meetings shall be held in each year at such place within Ontario, on such day and at such time as the Directors may by resolution determine.
- (b) Despite Section 7.02(a) above, a meeting of the Members may be held at a place outside Ontario if the place is specified in the SACW Articles, or if all the Members entitled to vote at the meeting agree that the meeting is to be held at that place. A Member who attends a meeting held outside Ontario shall be deemed to have agreed to it being held outside Ontario unless the Member attends the meeting with the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.
- (c) A person entitled to attend a meeting of the Members, including a special general meeting, may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if SACW makes such means available. A Member so participating in a meeting is deemed to be present at the meeting.

- (d) If the Directors or Members call a meeting of the Members, the Directors or the Members, as the case may be, may determine that the meeting be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.

Section 7.03 Special General Meetings

- (a) A special general meeting shall be called by the President/Chairperson of the Board of Directors with the approval of a simple majority of the Board of Directors, or on the request of at least 10% of the Members to the Board of Directors.
- (b) The President/Chairperson shall specify in the special general meeting Notice the nature of the business to be transacted in sufficient detail such that: i) a Member may form a reasoned judgement on the business; and ii) the Notice states the text of any special resolution to be submitted to the meeting.
- (c) At this meeting, no business other than that for which the meeting was called shall be transacted. If the Members approve or pass a special resolution approving the business for which the special general meeting was called, the Board of Directors shall vote and effect actions related to the approved business on behalf of the entire membership.

Section 7.04 Notice

- (a) Notice of the time and place of each Annual General Meeting of the Members or special general meeting of the Members sent to: i) each Member entitled to receive notice of the meeting; ii) to each Director; and iii) to the auditor of SACW, shall be delivered a minimum of ten (10) days prior to each meeting but not more than fifty (50) days before such Annual General Meeting of the Members or special general meeting of the Members.
- (b) Notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic mean. If a person may attend a meeting of the Members by telephonic or electronic means, the Notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) No formal Notice shall be necessary if all persons entitled to Notice are present at the meeting or waive Notice thereof in writing. For the purpose of sending Notice to any persons entitled to Notice for any meeting or otherwise, the address of the persons entitled to Notice shall be the last address recorded on the books of SACW.
- (d) The accidental omission to give any Notice to any Member, Director, Officer, member of a committee, or auditor or person conducting a review engagement, if any, or the non-receipt of any Notice by any such person where SACW has provided Notice in accordance with the Bylaws, or any error in any Notice not affecting its substance, shall not invalidate any action taken at any meeting to which the Notice pertained or is otherwise founded on such Notice.

Section 7.05 Member Proposals

- (a) A Member may:
 - (i) give SACW notice of any Proposal that the Member proposes to raise at the meeting; and
 - (ii) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a Proposal.
- (b) SACW shall include any Proposal in the meeting Notice.
- (c) Upon the request of the Member who submits a Proposal, SACW shall include in the meeting Notice a statement in support of the Proposal by the Member and the name and address of the Member. The statement and the Proposal must together not exceed the prescribed maximum number of words or characters, as determined by the Board of Directors.
- (d) Notwithstanding Section 7.05(a) and (b), SACW is not required to include a Proposal in a Notice if:
 - (i) the Proposal is not submitted to SACW at least 60 days before the date of the meeting;
 - (ii) it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against SACW or its Directors, officers, members, or debt obligation holders;
 - (iii) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of SACW;
 - (iv) not more than two years before the receipt of the Proposal, the Member failed to present in person at a meeting of the Members, a Proposal that had been included in a Notice of meeting at the Member's request;
 - (v) substantially the same Proposal was submitted to Members in a Notice of a meeting of the Members held not more than two years before the receipt of the Proposal and the Proposal was defeated; or
 - (vi) the rights conferred by this section are being abused to secure publicity.
- (e) If the Board of Directors refuses to include a Proposal in a Notice of meeting it shall notify the Member submitting the Proposal within ten (10) days of SACW's intention to omit the Proposal from the Notice and the reasons for such refusal.

Section 7.06 Members Requisition of Meeting

- (a) The Members of SACW may Requisition the Directors to call a meeting for the purposes stated in the Requisition if the subject Members hold at least 10% of the votes that may be cast at a meeting of the Members.
- (b) The Requisition must state the business to be transacted at the meeting and must be sent to each Director and to SACW's registered office.

- (c) Upon receiving a Requisition, the Directors shall call a special general meeting of the Members within 21 days of receiving the Requisition to transact the business stated in the requisition unless:
 - (i) the record date has been fixed under clause 54(1) of the ONCA;
 - (ii) the Directors have called a meeting of the Members and have given notice of the meeting in accordance with this Section; or
 - (iii) the Requisition business includes a matter described in Section 7.05(d)(ii)-(vi).

Section 7.07 Voting

- (a) Every question submitted to any meeting of Members shall be decided by a simple majority of votes.
- (b) Voting at a meeting of the Members shall be by show of hands unless a ballot is demanded by a Member entitled to vote at the meeting. A Member may demand a ballot either before or after any vote by show of hands.
- (c) A vote may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.
- (d) At any meeting, unless a poll is demanded, a declaration by the President/Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (e) A resolution signed by the Members is as valid as if it had been passed at a meeting of the Members.
- (f) SACW shall keep a copy of every resolution passed with the minutes of the meetings of the Members.
- (g) the President of the Board of Directors will be Chairperson.
- (h) Members shall be entitled to vote by proxy, however, a Member casting a proxy vote for another Member shall not be prohibited or prevented from casting their own vote at the Members meeting.
- (i) A Member entitled to vote at a Members meeting may represent and cast a proxy vote for another Member entitled to vote at the Members meeting. However, a Member shall only be entitled to represent and cast a proxy vote for one other Member at a Members meeting. For clarity, a Member is prohibited from representing and casting a proxy vote for more than one other Member at a Members meeting. For further clarity, if a Member is casting a proxy vote for an Institution Member, then the said Member may cast by proxy the two votes the Institution Member is entitled to.

Section 7.08 Quorum for Members Meetings

- (a) The presence of 25 percent of the Members shall be a quorum of any meeting of Members unless the requirement for quorum has been waived at the discretion of the President and upon fifty percent (50%) of the Members present at the meeting voting in favour of waiving quorum.
- (b) No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business. In the event there is no quorum at the opening of the meeting then the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (c) If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Article VIII. COMMITTEES

Section 8.01 Appointment

- (a) The Board of Directors may from time to time as deemed necessary appoint committees consisting of such number of Directors, Members, or individuals as may be deemed desirable and may prescribe their duties.
- (b) The Board of Directors shall appoint one Director to be a Committee Chairperson on all committees.

Section 8.02 Quorum

- (a) Any committee so appointed may meet for the transaction of business, adjourn, and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Board of Directors, a majority of the members of the committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a simple majority of votes.
- (b) In the event an equality of votes by a committee on any committee matter, the Committee Chairperson shall have a casting vote in order to break any such tie.

Section 8.03 Audit Committees

- (a) SACW may have an audit committee comprising one or more Directors, and, if it does, the majority of the committee must not be officers or employees of SACW or of any of its affiliates.
- (b) SACW shall give the auditor notice of the time and place of any meeting of the audit committee. The auditor is entitled to attend the meeting at the expense of SACW and be heard, and shall attend every meeting of the committee if requested to do so by one of its Members.
- (c) The auditor or a member of the audit committee may call a meeting of the committee.

Section 8.04 Nomination Committee

- (a) The Members shall appoint a nomination committee in accordance with Section 8.04(e) at the Annual General Meeting to review applications submitted by Members who desire to be appointed to a director position that is set to become vacant upon the next Annual General Meeting.
- (b) The purpose of the Nomination Committee is to receive the names of Director Candidates and to present these names to the Members at the Annual General Meeting for election. The Members will then vote on which Director Candidates will fill the vacancies on the Board of Directors.
- (c) The Nomination Committee shall also be responsible for providing the Board of Directors with recommended Director Candidates to fill a vacancy on the Board of Directors that arises between Annual General Meetings or before the expiration of a Directors term on the Board of Directors.
- (d) The Nomination Committee shall only present to the Members Applications from fully paid-up Members that satisfy the criteria set forth in Section 5.02.
- (e) The Nomination Committee shall consist of two Members and the Immediate Past President. In the event there is no Immediate Past President, the Board of Directors may assign the Vice-President or any other Director to act in place of the Immediate Past President. The two Members that sit on the Nomination Committee shall be elected by the Members at the Annual General Meeting. The Nomination Committee shall appoint one of themselves as the Chairperson of the Nomination Committee.

Article IX. Property

Section 9.01 No Personal Interest

- (a) All assets of SACW shall be used in promoting the objects of SACW and, subject to Section 9.02 hereof, in no way shall be used for the purpose of financial gain for its Members or Directors.

Section 9.02 Expenses of and Special Remuneration to Directors and Officers

- (a) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such. For clarity, no Director can be an employee of SACW at any time.
- (b) If SACW is to make payments to a Director, or a person connected to a Director, for goods, services, or facilities provided to SACW, the following steps must be taken before authorizing the said payment:
 - (i) every Director of SACW must agree in writing to a maximum amount that can be paid for the goods, services or facilities and, if the goods, services or facilities are to be provided by a person connected to a Director, that person must also agree in writing to the maximum amount;

- (ii) every Director of SACW, other than the Director providing the goods, services or facilities or the Director to whom the person providing the goods, services or facilities is connected, as the case may be, must agree in writing that he or she is satisfied that the payment is being made in accordance with the requirements, and within the restrictions, of this section; and
 - (iii) the Board of Directors must consider any guidance respecting payments made under this section that is issued by the Public Guardian and Trustee and published on a Government of Ontario from time to time.
- (c) Any payment made under this Article IX must:
- (i) be made with a view to SACW's best interests;
 - (ii) be in an amount that is reasonable for SACW to pay for the goods, services or facilities that are provided;
 - (iii) not result in the amount of SACW's debts and liabilities exceeding SACW's property's value, or render SACW insolvent; and
 - (iv) not exceed the amount set out in the agreement referred to in Section 9.02(b)(i) for the goods, services or facilities to be provided.
- (d) In order for the Board of Directors to authorize payment under this section, there must be at least five voting directors on the Board of Directors, not including the Director providing the goods, services or facilities or the Director to whom the person providing the goods, services or facilities is connected, as the case may be.
- (e) Regardless of whether goods, services or facilities are provided by a Director or by a person connected to a Director, neither the Director nor any person connected to him or her shall attend any part of a Board of Directors meeting during which the decision to authorize the payment is discussed, nor vote on the matter.
- (f) The total number of persons receiving payment under this section must not exceed 20 per cent of the number of Directors on the Board of Directors.
- (g) The Directors shall ensure that information respecting payments made under this Article IX in a given year is noted in SACW's financial statements for that year and placed before the Members at the Annual General Meeting of the Members.

Article X. Amendments to Bylaws

Section 10.01 Amendments

- (a) The Board of Directors may by Resolution add, amend, repeal, or re-enact any Bylaw of SACW that regulates the activities or affairs of SACW except for:
- (i) adding, changing, or removing a provision respecting the transfer of a membership;
 - (ii) changing the manner of giving notice to Members entitled to vote at a meeting of the Members; and

- (iii) changing the method of voting by Members not in attendance at a meeting of the Members.
- (b) The Directors shall submit the proposed bylaw addition, amendment, repeal, or re-enactment to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the proposed bylaw addition, amendment, repeal, or re-enactment by ordinary resolution. The proposed bylaw addition, amendment, repeal, or re-enactment ceases to have effect if it is not submitted by the Board of Directors to the Members and subsequently approved by a resolution on or before the next Annual General Meeting.
- (c) Such proposed bylaw addition, amendment, repeal or re-enactment to the Bylaws shall remain in effect from the date of the Resolution of the Board of Directors until the bylaw addition, amendment, repeal, or re-enactment is confirmed, or confirmed as amended, by a resolution of the Members and will remain effective in the form in which it is confirmed.
- (d) If a proposed bylaw addition, amendment, repeal, or re-enactment ceases to have effect, a subsequent resolution of the Board of Directors that has substantially the same purpose or effect is not effective until it is first confirmed or confirmed as amended by a resolution of the Members.